



MOLOPO
ENERGY LIMITED

ABN 79 003 152 154

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

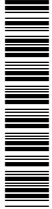


Online:

www.investorcentre.com/contact

MPOU

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Molopo Energy Limited Annual General Meeting

The Molopo Energy Limited Annual General Meeting will be held on Thursday, 25 May 2023 at 10:00am (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEST) on Tuesday, 23 May 2023.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to register by email at enquiries@molopoenergy.com

To vote online during the meeting you will need to visit <https://meetnow.global/MGSUSTU>
For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Tuesday, 23 May 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Molopo Energy Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Molopo Energy Limited to be held as a virtual meeting on Thursday, 25 May 2023 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Re-election of Anthony Hartnell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution.

Step 3 Signature of Securityholder(s) *This section must be completed.*

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

<input type="text"/>	<input type="text"/>
Mobile Number	Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





Notice of annual general meeting and explanatory statement

Molopo Energy Limited ACN 003 152 154

Date: Thursday 25 May 2023
Time: 10.00am (AEST)
Location: This meeting will be conducted as a virtual meeting, accessible online

IMPORTANT INFORMATION

The Meeting will be held virtually. Shareholders will be able to participate in the Meeting by:

- voting prior to the Meeting by lodging the Proxy Form attached to the Notice of Meeting by no later than 10.00am (AEST) on Tuesday, 23 May 2023.
- submitting questions in advance of the Meeting by emailing the questions to Company Secretary by no later than 5.00pm (AEST) on Tuesday, 23 May 2023 at enquiries@molopoenergy.com
- register to attend the webcast by email at enquiries@molopoenergy.com
- vote at the meeting by going to <https://meetnow.global/MGSUSTU> and entering your details when prompted; and
- asking questions during the virtual Meeting.

This is an important document that requires your immediate attention.

You should read this document in its entirety before deciding whether, or not, to vote in favour of any resolutions at the Annual General Meeting. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser. If you have recently sold your Molopo Shares, please disregard this document.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of Molopo Energy Limited ACN 003 152 154 (**Molopo or Company**) will be held via ZOOM Webinar at 10am (AEST) on Thursday, 25 May 2023.

The Explanatory Statement, which accompany and forms part of this Notice, describe the matters to be considered.

Registration to attend the virtual Annual General Meeting:

Shareholders are required to pre-register for the AGM which will be held live via Zoom webcast. Shareholders will be required to download the ZOOM App and connect using a link with a unique Meeting ID passcode.

Please send an email to enquiries@molopoenergy.com with your Holder Name and HIN. Once registration is accepted, Molopo will allocate you a unique Meeting ID to access the meeting.

Shareholders are requested and encouraged to use the online method of voting as described in the notice of meeting. You must submit your voting preference on or before 10am (AEST) Tuesday, 23 May 2023

Voting on resolutions:

It is a requirement under the ASIC Determination that voting on resolutions at the AGM will be taken on a poll and not by show of hands, and that each person entitled to vote be given the opportunity to participate in the vote in real time or by recording their vote in advance of the meeting.

Shareholders are strongly encouraged to vote online before the meeting and appoint the Chairman of the meeting as their proxy, providing specific instructions on how the shareholder's vote is to be cast on each resolution, and the Chairman must follow those instructions. Electronic voting instructions are set out in the Proxy Form attached to the Notice of Meeting.

All open votes will be voted by the Chair as stated in the Explanatory Statement section of the Notice of Meeting.

Directors therefore advise Shareholders who wish to have their vote counted to **vote electronically by visiting www.investorvote.com.au and quoting the 6-digit control number found on the front of your Proxy Form prior to 10am (AEST) Tuesday, 23 May 2023.**

LIVE ONLINE VOTING PROCEDURES DURING THE AGM:

Shareholders and proxyholders will be able to vote at the meeting online:

- a. From their computer, by entering the URL into their browser: <https://meetnow.global/MGSUSTU>
- b. From their mobile device by either entering the URL in their browser: <https://meetnow.global/MGSUSTU>

Online voting registration will commence 30 minutes prior to the start of the meeting and close 5 minutes after the last item of business.

More information regarding participating in the AGM online can be found by visiting <http://www.molopoenergy.com/investor-relations/> or at the end of this Notice of Meeting

BUSINESS OF THE MEETING

RECEIPT AND CONSIDERATION OF ACCOUNTS AND REPORTS

To receive and consider the Directors' report, Auditor's report, and Financial Statements of the Company for the year ended 31 December 2022.

RESOLUTION 1 – RE-ELECTION OF ANTHONY HARTNELL AS A DIRECTOR

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of rule 3.6 of the Company's constitution and for all other purposes, Mr Anthony Hartnell AM, having been appointed by shareholders as a director, retires and being eligible offers himself for election, be re-elected as a director of the Company.

BY ORDER OF THE BOARD



Andrew Metcalfe

Company Secretary

27 April 2023

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is prepared to provide information to Shareholders about the business to be conducted at the Company's 2023 Annual General Meeting.

THE FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Company's financial report (which includes financial statements, notes to the financial statements and Directors' declaration), Directors' report and auditor's report (together, **Reports**) to be tabled at the AGM. The Constitution of Molopo Energy Limited (**Constitution**) provides for the Reports to be received and considered at the AGM. There is no requirement, either in the Corporations Act or the Constitution, for Shareholders to approve any of the Reports. Shareholders will be given a reasonable opportunity to ask questions and make comments on the Reports and the management of the Company.

The Company's Annual Report for the year ended 31 December 2022 (**2022 Annual Report**) is sent to Shareholders in accordance with the Corporations Act. The 2022 Annual Report (which includes the financial statements, Directors' report, and auditor's report) is available on the Company's website at <http://www.molopoenergy.com/investor-relations/>.

RESOLUTION 1: Re-election of Mr Anthony Hartnell AM

Mr. Hartnell joined the Board on 31 May 2018.

Pursuant to rule 3.6 of the Company's constitution Mr Hartnell must seek re-election as a director of the Company at the Company's AGM.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

Directors' recommendation

All directors (with Mr Hartnell abstaining) recommend that shareholders vote in favour of Resolution 1.

VOTING ENTITLEMENTS

The Board has determined that, for the purposes of voting at the AGM, shares in the Company are taken as being held by the person(s) who hold them as at 7pm (AEST) on Tuesday, 23 May 2023.

CORPORATE REPRESENTATIVES

A corporate Shareholder may appoint a person to act as its representative at the AGM by providing the person with:

- a letter or certificate authorising him or her to act as the corporation's representative, executed in accordance with the corporation's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

To be effective, the instrument by which the person who is appointed a representative of the corporate Shareholder must be received by the Company no later than 48 hours before the commencement of the AGM, i.e., by no later than 9am (AEST) on Tuesday, 23 May 2023.

PROXIES

Shareholders are encouraged to vote online or by returning the proxy form. To be valid, completed proxy forms must be received at the address given below no later than 48 hours before the commencement of the AGM, i.e., by no later than 10am (AEST) on Tuesday, 23 May 2023. Any proxy form received after that time will not be valid for the scheduled AGM.

The Chairman of the meeting is required to vote all directed proxies as specified in the appointment in respect of each resolution. In respect of undirected proxies, the Chairman of the meeting intends to vote or abstain from voting in respect of each resolution as stated in the Explanatory Statement.

Proxy forms may be lodged by posting the completed form in the reply-paid envelope provided (Australia only) or delivering or faxing the completed form to the address or fax number set out below.

Online:

Electronically, by visiting www.investorvote.com.au and entering Control Number: 136646 to lodge your proxy vote and following the instructions provided (note a proxy cannot be appointed online if they are appointed under Power of Attorney or similar authority).

By facsimile:

Australian based investors: 1800 783 447

Overseas based investors: +61 3 9473 2555

By mail or hand delivery:

Molopo Energy Limited, c/- Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne Victoria 3001.

Delivering it in person to "Yarra Falls", 452 Johnston Street, Abbotsford Victoria 3067.

1. A Shareholder entitled to attend, and vote has the right to appoint a proxy. For votes to be valid, they must be received by no later than 10am (AEST) on Tuesday, 23 May 2023.
2. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise one half of the Shareholder's votes. If the Shareholder appoints two proxies, neither proxy may vote on a show of hands.
3. A proxy need not be a Shareholder of the Company.
4. Proxies given by corporations must be signed in accordance with the constituent documents of the corporation or the laws in force in its place of incorporation, or by a duly appointed attorney. For Australian corporations, it is sufficient if the proxy is signed by two directors, a director and the secretary, or in the case of a proprietary company with only a sole director and secretary, that person.
5. Where a proxy form is signed on behalf of a Shareholder by an attorney or agent, the proxy will not be valid unless the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) is lodged with the

Company by delivery or mail, to the addresses specified above for the lodgement of proxy forms, no later than 48 hours before the scheduled time for commencement of the AGM, i.e., by no later than 10am (AEST) on Tuesday, 23 May 2023

6. A proxy form or ability to vote online accompanies the Notice of Meeting.

QUESTIONS FROM SHAREHOLDERS

Both prior to and at the AGM the Chairman will allow a reasonable opportunity for Shareholders to submit and ask questions or make comments on the management of the Company and the Remuneration Report. All questions asked will be answered.

The auditor responsible for preparing the auditor's report for the year ended 31 December 2022 (or his representative) will attend the AGM. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of financial statements and the independence of the auditor in relation to the conduct of the audit.

Please submit any questions you may have in writing to enquiries@molopoenergy.com, and if addressed to the auditor, by no later than 10am on Tuesday, 23 May 2023, and if addressed to the Company, by no later than Tuesday, 23 May 2023.

Glossary

In the Notice of Meeting and the Explanatory Statement, the following terms have the following meaning unless the context requires otherwise.

Annual General Meeting or AGM means the annual general meeting of the Company convened by the Notice of Meeting.

ASIC means the Australian Securities & Investments Commission.

Board means the current board of directors of Molopo.

Corporations Act means the *Corporations Act 2001* (Cth).

Explanatory Statement means the explanatory statement and explanatory statement accompanying the Notice of Meeting.

Molopo or Company means Molopo Energy Limited (ACN 003 152 154).

Notice of Meeting or Notice of Annual General Meeting or Notice means this notice of meeting including the Explanatory Statement and the proxy form.

Share means a fully paid ordinary share in the capital of Molopo.

Shareholder mean the holder of a Share.